

**IN THE CLAIMS:**

Please amend the claims as follows:

1 – 10. (Cancelled)

11. (Currently Amended) A method of manufacturing a composite shoddy for use as underlayment for a surface material in automotive applications comprising the steps of:

providing an organic base material defining a shoddy bottom layer having an engaging surface;

providing a mastic material defining a mastic middle layer having a first surface and a second surface opposite said first surface;

bonding said engaging surface of said shoddy bottom layer to said first surface of said mastic middle layer;

providing a scrim material defining a scrim top layer having a mastic contact surface and a receiving surface opposite said mastic contact surface; and

bonding said second surface of said mastic middle layer to said mastic contact surface of said scrim top layer to form a tri-partite composite shoddy having a mastic middle layer disposed between a shoddy bottom layer and a scrim top layer for use in automotive applications, wherein said receiving surface of said scrim top layer is adapted to operatively engage a class-B side of a non-carpeted surface material ~~for use in automotive applications~~.

12. (Original) The method of manufacturing a composite shoddy as set forth in claim 11 wherein the step of providing a mastic material further includes any of the following steps:

providing said mastic middle layer where said mastic middle layer is tacky;

providing said mastic middle layer where said mastic middle layer is tack-free.

13. (Currently amended) The method of manufacturing a composite shoddy as set forth in claim 12 wherein the step of bonding said engaging surface of said shoddy bottom layer to said first surface of said mastic middle layer further includes one or more of the following steps:

applying an adhesive to said engaging surface of said shoddy bottom layer-øø;

applying an adhesive to said first surface of said mastic middle layer-øø;

heating said mastic middle layer to bond said first surface to said engaging surface of said shoddy bottom layer-øø;

placing said first surface of said mastic middle layer into contact with said engaging surface of said shoddy bottom layer where said mastic middle layer is tacky.

14. (Currently amended) The method of manufacturing a composite shoddy as set forth in claim 11 wherein the step of bonding said engaging surface of said shoddy bottom layer to said first surface of said mastic middle layer further includes the steps of:

placing said shoddy bottom layer into a die to define a corresponding to a predetermined form;

extruding a mastic material into said die such that said extruded mastic material operatively engages said engaging surface of said shoddy bottom layer; and

forming a mastic middle layer having a first surface bonded to said engaging surface of said shoddy bottom layer and a second surface opposite said first surface in a die.

15. (Currently amended) The method of manufacturing a composite shoddy as set forth in claim 12 wherein the step of bonding said second surface of said mastic middle layer to said mastic contact surface of said scrim top layer further includes one or more of the following steps:

applying an adhesive to said second surface of said mastic middle layer-~~or~~;

applying an adhesive to said mastic contact surface of said scrim top layer-~~or~~;

heating said mastic middle layer to bond said mastic contact surface of said scrim top layer  
or;

placing said second surface of said mastic middle layer into contact with said mastic contact surface of said scrim top layer where said mastic middle layer is tacky.

16. (Currently amended) The method of manufacturing a composite shoddy as set forth in claim 11 wherein the step of bonding said second surface of said mastic middle layer to said mastic contact surface of said scrim top layer further includes the steps of :

placing said scrim top layer into a die corresponding to a predetermined form;

extruding a mastic material into said die such that said injected mastic material operatively engages said mastic contact surface of said scrim top layer; and

forming a mastic middle layer having a first surface and a second surface opposite said first surface, said second surface bonded to said mastic contact surface of said scrim top layer.

17. (Currently amended) The method of manufacturing a composite shoddy as set forth in claim 11 further comprises the step of operatively engaging said receiving surface of said scrim top layer to a non-carpeted surface material for use in automotive applications, the non-carpeted

surface material having a substantially planar cross-section including ~~an~~ a class A-side that is visible from the interior of a vehicle and a class-B side~~B-side~~ opposite the class-A side~~A-side~~.

18. (Currently amended) The method of manufacturing a composite shoddy as set forth in claim 11 wherein the step of operatively engaging said receiving surface of said scrim top layer to a non-carpeted surface material for use in an automotive applications further includes one or more of the following steps:

placing said receiving surface of said scrim top layer in contact with the B-side of a non-carpeted surface material between 2 and 125 seconds after forming the non-carpeted surface material;

applying an adhesive to said receiving surface of said scrim top layer;

applying an adhesive to the B-side of a non-carpeted surface material;

heating the B-side of a non-carpeted surface material to bond said receiving surface to the B-side of a non-carpeted surface material.